

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

|  |   |                                    |
|--|---|------------------------------------|
| In re Applications of                        | ) |                                    |
|  | ) |                                    |
| AT&T INC. and CELLCO PARTNERSHIP             | ) | WT Docket No. 09-104               |
| D/B/A VERIZON WIRELESS                       | ) | DA 09-1350                         |
|  | ) |                                    |
| For Consent to Assign or Transfer Control of | ) | File Nos. 0003840313 <i>et al.</i> |
| Licenses and Authorizations and to Modify a  | ) |                                    |
| Spectrum Leasing Arrangement                 | ) |                                    |

**REPLY OF CELLULAR SOUTH, INC. TO JOINT OPPOSITION  
TO PETITIONS TO DENY OR TO CONDITION CONSENT**

RUSSELL D. LUKAS  
DAVID L. NACE  
LUKAS, NACE, GUTIERREZ & SACHS, LLP  
1650 Tysons Blvd., Suite 1500  
McLean, VA 22102  
(703) 584- 8678

*Attorneys for Cellular South, Inc.*

August 11, 2009

## TABLE OF CONTENTS

|  |    |
|--|----|
| SUMMARY .....  | ii |
| I. THE COMMISSION MUST PASS ON CELLULAR SOUTH’S<br>PETITION FOR RECONSIDERATION BEFORE ACTING<br>ON THE TRANSFER APPLICATIONS .....                          | 1  |
| II. THE COMMISSION SHOULD WITHHOLD ACTION PENDING<br>RESOLUTION OF THE INVESTIGATION OF EXCLUSIVE<br>HANDSET ARRANGEMENTS .....                              | 4  |
| III. THE TRANSFER APPLICATIONS SHOULD BE DESIGNATED<br>FOR AN EVIDENTIARY HEARING ON A TRAFFICKING ISSUE.....  | 5  |
| A. Designation for Hearing Would Partially Remedy VZW’s<br>Unlawful Acquisition of the Former ALLTEL Properties .....  | 5  |
| B. The Anti-Trafficking Rule Applies to the Proposed Sale of<br>Licenses that VZW Was Unqualified to Hold and Systems<br>It Was Unqualified to Operate ..... | 9  |
| C. A Hearing Is Required to Determine Whether VZW Seeks<br>To Profit from the Resale of the Former ALLTEL Properties .....                                   | 11 |

## SUMMARY

In November 2008, the Commission granted 88 applications for its consent to the merger of Cellco Partnership d/b/a Verizon Wireless (“VZW”) and ALLTEL Corporation (“ALLTEL”). But in the case of 19 of those applications, the Commission found that VZW could not hold all the licenses it proposed to acquire. It found that the grant of the applications as proposed would likely cause “significant competitive harm” in 105 Cellular Market Areas (“CMAs”). That finding triggered the Commission’s obligation to designate those 19 applications for hearing. The Commission avoided the requisite hearing by unlawfully granting the 19 applications on the condition that VZW neither consummate the transaction as proposed nor exercise the rights conferred on it by the Commission’s action. Having been allowed to escape a hearing on its purchase of the former ALLTEL systems in 65 CMAs, VZW wants to avoid a hearing on its proposed sale of those properties to AT&T Inc. (“AT&T”). Cellular South, Inc. (“Cellular South”) asks the Commission to remedy its failure to hold a hearing on VZW’s applications to acquire the former ALLTEL licenses by holding a hearing on VZW’s qualifications to sell them to AT&T.

On July 20, 2009, Cellular South asked the Wireless Telecommunications Bureau (“WTB”) to reconsider its decision to entertain *ex parte* presentations in this proceeding. Because the WTB’s decision to entertain *ex parte* presentations threatens the integrity of the Commission’s decision-making process in this proceeding, Cellular South asked the WTB to expedite its reconsideration of the matter. No party has opposed Cellular South’s petition for reconsideration. While the WTB has had the matter under reconsideration, *ex parte* presentations have been made that were directed to the merits or outcome of the proceeding. Consequently, the Commission must address the issues of whether its decision-making process

was tainted by the *ex parte* presentations, or whether due process rights were otherwise violated, when it issues its decision in this case.

Rather than defending its practice of entering into handset exclusivity arrangements, AT&T refers the Commission to comments it submitted in various “industrywide proceedings.” Because AT&T incorporated its pleadings in the “relevant rulemaking proceedings” into the record of this adjudication, the Commission should hold this case in abeyance until it completes its rulemakings on the issue of handset exclusivity arrangements. Such inaction would be appropriate considering that the Commission’s action granting VZW’s application to acquire the ALLTEL authorizations that it proposes to sell AT&T is not a final order.

VZW’s applications for Commission consent to sell the former ALLTEL licenses to AT&T must undergo particularly strict scrutiny for trafficking, because VZW was never found qualified to hold the licenses it now proposes to resell. Cellular South’s petition to deny contained specific allegations of fact that were sufficient to show that the grant of 19 of the 26 transfer applications would be *prima facie* inconsistent with the Commission’s anti-trafficking rule. The petition contained the allegations that: (1) VZW obtained authorizations issued to ALLTEL to operate in 105 CMAs on the condition that it sell all or some of the authorizations; (2) VZW obtained those former ALLTEL authorizations on the condition that it could not control or operate the systems to provide telecommunications services to the public as proposed in its transfer applications; and (3) VZW is proposing to sell the former ALLTEL systems in 65 CMAs having never operated those systems to provide telecommunications services to the public. VZW and AT&T did not dispute those three allegations.

VZW has now disclosed that Morgan Stanley began to sell the “assets” that it would be required to divest in August 2008. The sale process was “officially launched” in October 2008.

By October 7, 2008, VZW had agreed to divest assets in 100 CMAs. Clearly, VZW had formed the intent to sell systems in 100 CMAs before the Commission granted the VZW/ALLTEL merger applications in November 2008. VZW obviously obtained the authorizations for all or some of the 100 CMAs for the principle purpose of reselling them rather than for providing telecommunications services to the public.

VZW apparently paid approximately \$28.1 billion for all of ALLTEL's wireless properties which served 13.1 million subscribers in 392 CMAs. It proposes to sell AT&T wireless systems serving approximately 1.5 million subscribers in 79 of those CMAs for \$2.35 billion in cash. Cellular South can estimate that AT&T is paying VZW a \$319.85 per-POP price for the 79 CMAs, but it cannot determine whether VZW stands to profit from the resale of the former ALLTEL properties in 65 of the CMAs. Only VZW has access to the facts necessary to make that determination. Rather than coming forward with a candid statement of the relevant facts, VZW stonewalled. It withheld: (1) the prices it paid for the ALLTEL assets in the 65 CMAs, (2) Morgan Stanley's November 2008 Confidential Information Memorandum, (3) the final bids that were received for the 65 CMAs, and (4) the prices AT&T has agreed to pay for the former ALLTEL assets in the 65 CMAs. By stonewalling the facts, VZW has left a substantial and material question of fact that must be resolved at hearing.

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

|  |   |                                    |
|--|---|------------------------------------|
| In re Applications of                        | ) |                                    |
|  | ) |                                    |
| AT&T INC. and CELLCO PARTNERSHIP             | ) | WT Docket No. 09-104               |
| D/B/A VERIZON WIRELESS                       | ) | DA 09-1350                         |
|  | ) |                                    |
| For Consent to Assign or Transfer Control of | ) | File Nos. 0003840313 <i>et al.</i> |
| Licenses and Authorizations and to Modify a  | ) |                                    |
| Spectrum Leasing Arrangement                 | ) |                                    |

REPLY OF CELLULAR SOUTH, INC. TO JOINT OPPOSITION  
TO PETITIONS TO DENY OR TO CONDITION CONSENT

Cellular South, Inc. (“Cellular South”), by its attorneys, hereby replies to the joint opposition filed by AT&T Inc. (“AT&T”) and Cellco Partnership d/b/a Verizon Wireless (“VZW”) to the petitions to deny filed with respect to the above-captioned applications (“Transfer Applications”) by Cellular South and others.<sup>1</sup> In reply thereto, the following is respectfully submitted:

I. THE COMMISSION MUST PASS ON CELLULAR SOUTH’S PETITION FOR RECONSIDERATION BEFORE ACTING ON THE TRANSFER APPLICATIONS

The Wireless Telecommunications Bureau (“WTB”) has never had the authority to declare a Commission rule unconstitutional. Nevertheless, in *21<sup>st</sup> Century Telesis Joint Venture*, 15 FCC Rcd 25113 (2000), *reconsideration denied*, 16 FCC Rcd 17257 (2001), the Commission refused to consider a claim that one of its rules was unconstitutional because the issue was first presented in a supplement to a petition for reconsideration by one of the WTB’s divisions. *See id.*, 15 FCC Rcd at 25113 n.4, 16 FCC Rcd at 17262-64. That draconian ruling was upheld on

---

<sup>1</sup> *See* Joint Opposition of AT&T and VZW to Petitions to Deny or to Condition Consent and Reply to Comments, WT Docket No. 09-104 (July 30, 2009) (“Jt. Opp.”).

appeal. *See 21<sup>st</sup> Century Telesis Joint Venture v. FCC*, 318 F.3d 192, 199-200 (D.C. Cir. 2003). Thus, the petitioner in *21<sup>st</sup> Century Telesis* lost its right to administrative and judicial review because its constitutional claim was not presented initially in a petition for reconsideration by a WTB division that could not act on the claim. Aware of such precedent, Cellular South asked the WTB to reconsider its decision to entertain *ex parte* presentations in this proceeding despite the ban imposed on such presentations under § 1.1208 of the Commission’s Rules (“Rules”) and § 309(d) of the Communications Act of 1934, as amended (“Act”).<sup>2</sup>

Cellular South asked for WTB reconsideration on July 20, 2009. Because the WTB’s decision to entertain *ex parte* presentations threatens the integrity of the Commission’s decision-making process in this proceeding, Cellular South asked the WTB to expedite its reconsideration of the matter.<sup>3</sup> While the WTB has had the matter under reconsideration, *ex parte* presentations have been made that were directed to the merits or outcome of the proceeding.<sup>4</sup> Consequently, the Commission must address the issues of whether its decision-making process was tainted by the *ex parte* presentations or whether due process rights were otherwise violated. *See generally Press Broadcasting Co., Inc. v. FCC*, 59 F.3d 1365, 1369 (D.C. Cir. 1995).

No party formally opposed Cellular South’s petition for reconsideration. However, in the margin of their opposition to Cellular South’s petition to deny, AT&T and VZW ask that the Commission dismiss the petition for WTB reconsideration because it rejected “similar claims” made by Cellular South in *Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings*

---

<sup>2</sup> *See* Petition for Expedited Reconsideration, WT Docket No. 09-104, at 4-14 (July 20, 2009) (“Recon. Pet.”).

<sup>3</sup> *See id.* at 5-6.

<sup>4</sup> The docket already includes *ex parte* presentations that would have been prohibited under § 1.1208 of the Rules. *See infra* Ex. 1, at 2, 5. Moreover, at least one party has filed substantive comments on the Transfer Applications without serving the other parties. *See* Reply Comments of Sprint Nextel Corporation, WT Docket No. 09-104 (Aug. 6, 2009).

LLC, 23 FCC Rcd 17444 (2008) (“VZW/ALLTEL”) and “made it clear” that the WTB has the authority under § 1.1200(a) of the Rules to “assign the permit-but-disclose procedures to a merger proceeding.” Jt. Opp., at 2 n.2.<sup>5</sup> Needless to say, VZW and AT&T cannot oppose a petition for WTB reconsideration in a footnote in a pleading directed to the Commission.

The purpose of § 405 of the Act is to “afford the Commission the initial opportunity of correcting any errors, considering any newly discovered evidence, and generally passing upon all matters prior to their presentation to a reviewing court.” *Action for Children’s Television v. FCC*, 564 F.2d 458, 468-69 (D.C. Cir. 1977). Cellular South has given the WTB the initial opportunity to correct its error. Should it not want to be heard on the matter, the WTB is free to refer consideration of Cellular South’s petition for reconsideration to the Commission. All Cellular South asks is that the Commission consider the due process issues when it takes up the Transfer Applications.

In order to preserve its due process arguments for appeal, Cellular South need only give the Commission a fair opportunity to pass on the issues. *See, e.g., Time Warner Entertainment Co., L.P. v. FCC*, 144 F.3d 75, 79 (D.C. Cir. 1998); 47 U.S.C. § 405(a). If the Commission ultimately elects not to take the opportunity to reform its process, Cellular South will be free to seek judicial reformation.

---

<sup>5</sup> Cellular South also asked the WTB to reconsider its practice of issuing anticipatory protective orders in adjudicatory proceedings governed by §§ 309(d) and 310(d) of the Act. *See Recon. Pet.*, at 14-21. Cellular South argued that the practice is grossly inconsistent with the Freedom of Information Act (“FOIA”), Title III licensing procedures, § 0.459(a) of the Rules, and the policy adopted by the Commission in *Examination of Current Policy Concerning the Treatment of Confidential Information Submitted to the Commission*, 13 FCC Rcd 24816 (1998), *reconsideration denied*, 14 FCC Rcd 20128 (1999). *See id.* at 18. Cellular South made no such claims in *VZW/ALLTEL*. AT&T and VZW responded to the FOIA claim, albeit in conclusory fashion. *See Jt. Opp.*, at 2 n.2.



## II. THE COMMISSION SHOULD WITHHOLD ACTION PENDING RESOLUTION OF THE INVESTIGATION OF EXCLUSIVE HANDSET ARRANGEMENTS

Unlike VZW, AT&T has shown no willingness to reduce the length of its exclusive dealing arrangements with manufacturers of wireless devices. In this proceeding, AT&T hides behind what it claims is “the Commission’s longstanding policy of ‘not considering arguments in transaction proceedings that are better addressed in other Commission proceedings’ and of not ‘imposing conditions to remedy pre-existing harms or harms that are unrelated to the transaction.’”<sup>6</sup> If that longstanding policy still survives, it is currently more honored in the breach. As Cellular South has shown, VZW acquired most of the licenses that it proposes to sell AT&T by accepting three Commission-imposed conditions that were unrelated to the VZW/ALLTEL transaction.<sup>7</sup> Two of the conditions not only were matters under consideration in other proceedings, but their imposition prejudged issues under consideration in two rulemakings.<sup>8</sup>

Rather than defending its practice of entering into handset exclusivity arrangements, AT&T refers the Commission to comments it submitted in various “industrywide proceedings.” *See* Jt. Opp., at 28-29 & n.105. Because AT&T incorporated its pleadings in the “relevant rulemaking proceedings” into the record of this adjudication, *see id.* at 29 n.106, the Commission should hold this case in abeyance until it completes its rulemakings on the issue of handset

---

<sup>6</sup> Jt. Opp., at 28 (quoting *McCaw and AT&T Co.*, 9 FCC Rcd 5836, 5904 (1994) and *VZW/ALLTEL*, 23 FCC Rcd at 17463) (internal punctuation and footnotes omitted).

<sup>7</sup> *See* Petition to Deny of Cellular South, Inc., WT Docket No. 09-104, at 14 (July 20, 2009) (“Petition”).

<sup>8</sup> When it imposed the condition that VZW phase down its high-cost universal service support over a five-year period, the Commission acknowledged that the phase-down was under consideration in its “comprehensive high-cost universal service reform” rulemaking. *See VZW/ALLTEL*, 23 FCC Rcd at 17532. Likewise, the imposition of the condition that VZW meet improved E911 location accuracy requirements prejudged an issue under consideration in the wireless E911 location accuracy rulemaking. *See id.* at 17532-33.

exclusivity arrangements. Such inaction would be appropriate considering that the Commission's action granting VZW's application to acquire the ALLTEL authorizations that it proposes to sell AT&T is not a final order.<sup>9</sup>

Finally, AT&T offers Cellular South's plan to market an Android device as evidence that regional carriers can obtain popular handsets. *See* Jt. Opp., at 28 n.102. While Cellular South is pleased that AT&T shares its optimism over this planned launch, it remains just that — planned. To date, Cellular South has not sold a single Android device.

Furthermore, AT&T's claim is a non sequitur. Android is an operating system; it is not a wireless device. The fact that Cellular South will be introducing a device with a particular operating system does not mean that regional carriers can obtain wireless devices easily. AT&T continues to discourage competition and limit consumer choice by monopolizing devices through the use of exclusivity agreements. Fortunately, AT&T either has not taken the same path with operating systems or it has been unsuccessful in its attempts. Regardless, it is uninformed, at best, and deceptive, at worst, to state that having access to an operating system means that a carrier has easy access to wireless devices.

### III. THE TRANSFER APPLICATIONS SHOULD BE DESIGNATED FOR AN EVIDENTIARY HEARING ON A TRAFFICKING ISSUE

#### A. Designation for Hearing Would Partially Remedy VZW's Unlawful Acquisition of the Former ALLTEL Properties

Ironically, VZW joins AT&T in arguing:

The Communications Act ... expressly prevents the Commission from considering whether a transfer of a Title III license to another buyer would better serve the public interest. The law on this point is settled: in determining whether an application for transfer of licenses serves the public interest, the Commission

---

<sup>9</sup> By Cellular South's count, there are seven pending petitions for reconsideration of VZW/ALLTEL.

may not consider whether sale to a different buyer would be preferable.<sup>10</sup>

Cellular South agrees. It argued that settled point of law in opposing the approval of the VZW/ALLTEL merger subject to the condition that some of the ALLTEL licenses be sold to a different buyer.<sup>11</sup> Disregarding the dictates of § 310(d) of the Act,<sup>12</sup> the Commission granted its consent to the merger on the condition that VZW divest operating units in 105 of the 392 Cellular Market Areas (“CMAs”) in which ALLTEL operated by placing day-to-day control of the operations in the hands of a “management trustee” until they could be sold to third-party buyers. *See VZW/ALLTEL*, 23 FCC Rcd at 17515-20. In the process, the Commission also disregarded the dictates of §§ 308 and 309 of the Act.

VZW and ALLTEL filed 88 applications that were subject to § 310(d) of the Act.<sup>13</sup> When deciding whether to grant each one of those § 310(d) applications, the Commission was required to treat VZW as if it were applying for the particular ALLTEL authorizations under § 308 of the Act. *See* 47 U.S.C. § 310(d). Thus, the Commission was obliged to consider whether VZW was qualified to hold the licenses as proposed in the § 310(d) application. But in the case of 19 of those applications, the Commission found that VZW could not hold all the licenses it proposed to acquire.<sup>14</sup> In particular, the Commission found that the grant of the applications as

---

<sup>10</sup> Jt. Opp., at 19 (footnotes omitted).

<sup>11</sup> *See* Reply of Cellular South, Inc. to Joint Opposition to Petitions to Deny and Comments, WT Docket No. 08-95, at 13 (Aug. 26, 2008) (“Cellular South Reply”).

<sup>12</sup> When acting on an assignment or transfer of control application, the Commission “may not consider whether the public interest ... might be served by the transfer, assignment, or disposal of the permit or license to a person other than the proposed transferee or assignee.” 47 U.S.C. § 310(d).

<sup>13</sup> *See Verizon Wireless and Atlantis Holdings LLC Seek FCC Consent to Transfer Licenses, Spectrum Manager and De Facto Transfer Leasing Arrangements, and Authorizations, and Request for Declaratory Ruling on Foreign Ownership*, 23 FCC Rcd 1004, 1005-07 (2008).

<sup>14</sup> *See* Petition, at Ex. 1.

proposed would likely cause “significant competitive harm” in 105 CMAs. *VZW/ALLTEL*, 23 FCC Rcd at 17516. That finding triggered the Commission’s obligation to designate those 19 applications for hearing.

The Commission lacks the authority to deny a Title III application without affording the applicant the full hearing guaranteed it under § 309(e) of the Act. As it recognized when it granted the 19 applications on the condition that VZW divest licenses in 105 CMAs, the Commission must designate an application for hearing under § 309(e) if it is “unable to find that the proposed transaction serves the public interest for any reason, or if the record presents a substantial and material question of fact.” *VZW/ALLTEL*, 23 FCC Rcd at 17461. Because it was unable to find that the grant of the 19 applications would serve the public interest, and since there was a substantial and material question as to whether the proposed transaction would cause significant competitive harm in 105 CMAs, the Commission had to formally designate the applications for a full hearing on the issue of whether the proposed transaction would cause significant competitive harm in those particular markets. *See* 47 U.S.C. § 309(e).

The Commission acted unlawfully when it avoided the requisite hearing by granting the § 310(d) applications on the condition that VZW neither consummate the transaction as proposed nor exercise the rights conferred on it by the Commission’s action.<sup>15</sup> By granting the merger applications subject to conditions that VZW did not request, the Commission denied the

---

<sup>15</sup> At the very least, the Commission failed to provide a reasoned explanation of how its action comported with §§ 308, 309(e) and 310(d). No such explanation was possible. Take for example, the transfer of control of Georgia RSA 8 Cellular Partnership (“Georgia Partnership”) proposed in File No. 0003465064. Georgia Partnership only held the cellular Block B license (call sign KNKN899) for CMA378 Georgia 8 – Warren. *See* Cellular South Reply, at 12. The Commission granted the application despite the likelihood that substantial competitive harm would be caused if VZW controlled Georgia Partnership and the cellular system in CMA378 as it proposed. The Commission never found that the public interest would be served if VZW acquired a controlling interest in Georgia Partnership as it proposed in File No. 0003465064.

applications for the purposes of appeal under § 402(b) of the Act.. *See Tribune Co. v. FCC*, 133 F.3d 61, 66 (D.C. Cir. 1998); *Mobile Communications Corp. of America v. FCC*, 77 F.3d 1399, 1404 (D.C. Cir.), *cert. denied*, 519 U.S. 823 (1996). VZW could have rejected the grant of the applications subject to the divestiture condition, which would have caused the Commission to vacate its grant of the applications and set them for hearing under § 309(e). *See* 47 C.F.R. § 1.110. By acquiescing to the divestiture condition, VZW elected not to go to hearing. But Cellular South and the other petitioners/parties in interest were deprived of their statutory right under § 309(e) to participate in the hearing on the substantial and material question of whether the grant of the 19 applications would cause significant competitive harm in 105 CMAs.<sup>16</sup>

Having been unlawfully allowed to escape a hearing on its purchase of the “former ALLTEL systems” in 65 CMAs,<sup>17</sup> VZW wants to avoid a hearing on its proposed sale of those properties by claiming that it is being compelled to sell by the Commission and the Department of Justice (“DOJ”). *See* Jt. Opp., at 31. VZW claims that “it sought to acquire an entire company and had no choice but to acquire these authorizations in the process.” *Id.* However, neither the Commission nor the DOJ forced VZW to acquire ALLTEL.

VZW was aware from the outset that its attempt to acquire ALLTEL would not survive the DOJ’s Hart-Scott-Rodino review. It agreed to purchase ALLTEL on June 5, 2008. By August 11, 2008, Morgan Stanley was working on the sale of the ALLTEL properties that VZW had offered to divest in its initial discussions with DOJ.<sup>18</sup> VZW’s ability to move so quickly attests to the fact that it was aware that its acquisition of certain CMAs would run afoul of the

---

<sup>16</sup> *See* 47 U.S.C. § 309(e) (“Any hearing subsequently held upon such application shall be a full hearing in which the applicant and all other parties in interest shall be permitted to participate”).

<sup>17</sup> File No. 0003840313, Ex. 1, at 6.

<sup>18</sup> Morgan Stanley sent out a preliminary overview of the divestiture markets in August 2008. *See* Jt. Opp., Ex. B, at 1. The overview was dated August 11, 2008. *See* Cellular South Reply, Ex. 1, at 1.

DOJ's merger guidelines.

VZW also claims that, “[a]bsent compulsion by the FCC and DOJ,” it “would not be seeking to sell the assets in question.” Jt. Opp., at 31. VZW was not forced to acquiesce to the imposition of the Commission's unlawful divestiture condition. VZW could have rejected the conditional grant of its 19 applications and attempted to prove at hearing that its acquisition of the ALLTEL systems would serve the public interest. VZW elected not to attempt to make that case. Now it is attempting to avoid making the case that it is not attempting to traffic in the former ALLTEL licenses.

Cellular South will show that the Commission must consider evidence of trafficking when making a public interest determination under §§ 308 and 310(d) of the Act if the application is subject to a § 309(d) petition to deny. The Transfer Applications must undergo particularly strict scrutiny for trafficking because VZW was never found qualified to hold the former ALLTEL licenses that it now seeks to resell to AT&T. The Commission should partially remedy its failure to hold a hearing on VZW's applications to acquire these licenses by holding a hearing on VZW's qualifications to transfer them.

B. The Anti-Trafficking Rule Applies to the Proposed Sale of Licenses that VZW Was Unqualified to Hold and Systems It Was Unqualified to Operate

The Commission's public interest analysis begins with an assessment of whether the proposed transaction complies with the applicable provisions of the Act and the Rules, *see VZW/ALLTEL*, 23 FCC Rcd at 17460, including the threshold determination of whether the applicants have “the requisite qualifications to hold and transfer licenses” under § 310(d) and the Rules. *See id.* at 17464. The most applicable rule is § 1.948, which specifically governs the Commission's consideration of transfer of control and assignment applications in the Wireless Radio Services. *See* 47 C.F.R. § 1.948. In addition to making trafficking in licenses contrary to

the public, § 1.948(i) makes an attempt to traffic in licenses relevant to an applicant's qualifications to hold and transfer the authorizations. *See id.* § 1.948(i).

VZW and AT&T contend that “the anti-trafficking rules are not aimed at subsequent sales of *constructed facilities acquired at a market price* as is the case here.”<sup>19</sup> Even if that were true, VZW is proposing to sell unconstructed facilities.<sup>20</sup> Moreover, VZW has disclosed neither the prices it paid for the former ALLTEL facilities nor the prices at which it is proposing to sell those facilities to AT&T. More to the point, the language of § 1.948(i) is not limited to the subsequent sale of unconstructed facilities that were acquired at market price.

The anti-trafficking rule applies to obtaining an “authorization” for the “principal purpose of speculation or profitable resale of the authorization rather than for the provision of telecommunications services to the public.” 47 C.F.R. § 1.948(h). A license for an operating wireless telecommunications system is no less of an “authorization” than is a bare construction permit.<sup>21</sup> And the application of the anti-trafficking rule was not limited by the two cases cited by VZW and AT&T.<sup>22</sup>

---

<sup>19</sup> Jt. Opp., at 31 (emphasis in original) (footnotes omitted).

<sup>20</sup> *See id.* at 31 n.112.

<sup>21</sup> Ritter Communications, Inc. & Central Arkansas Rural Cellular LP, Reply to Joint Opposition, WT Docket No. 08-95, at 10 (Aug. 26, 2008).

<sup>22</sup> VZW and AT&T rely on the Commission's decisions in *Year 2000 Biennial Regulatory Review – Amendment of Part 22 of the Rules to Modify or Eliminate Outdated Rules Affecting the Cellular Radiotelephone Service and other CMRS*, 17 FCC Rcd 18401 (2002) (“2000 Regulatory Review”) and *Forbearance from Applying Provisions of the Communications Act to Wireless Telecommunications Carriers*, 15 FCC Rcd 17414 (2000) (“2000 Forbearance Order”). *See* Jt. Opp., at 31 n.111. In *2000 Regulatory Review*, the Commission found that the cellular-specific anti-trafficking rule was unnecessary “given the presence of the anti-trafficking provisions of [§] 1.948(i), which is applicable to all services.” 17 FCC Rcd at 18438. The *2000 Forbearance Order* is even less helpful to VZW and AT&T. There, the Commission declined to eliminate § 1.948(i) or to limit its scope. *See* 15 FCC Rcd at 17429. The Commission did note that it expected that it would “rarely” review assignments or transfers of authorizations that were assigned through auction, because the auction process safeguarded against speculation by

VZW's conduct falls squarely under the purview of the anti-trafficking rule. It is beyond dispute that VZW obtained the authorizations for the former ALLTEL systems for the purpose of reselling the authorizations rather than providing telecommunications services to the public. *See VZW/ALLTEL*, 23 FCC Rcd at 17515-16. Consequently, the only remaining question of fact under § 1.948(i)(1) is whether the grant of the Transfer Applications will result in the profitable resale of the licensed systems VZW acquired from ALLTEL on January 9, 2009 but has not operated.<sup>23</sup>

C. A Hearing Is Required to Determine Whether VZW Seeks to Profit from the Resale of the Former ALLTEL Properties

The Commission's anti-trafficking rule is a properly-promulgated legislative rule. Therefore, under the *Accardi* doctrine,<sup>24</sup> the Commission must respect and enforce its anti-trafficking rule so long as it remains in force. *See United States v. Nixon*, 418 U.S. 683, 695-96 (1974); *American Federation of Government Employees v. FLRA*, 777 F.2d 751, 759 (D.C. Cir. 1985). When faced with evidence that an applicant is trafficking, the Commission must review the application in accordance with § 1.948(i).

The anti-trafficking rule plainly states that applications for authority under § 310(d) of the Act “may be reviewed by the Commission to determine if the transaction is for the purposes of trafficking in service authorizations.” 47 C.F.R. § 1.948(i). AT&T and VZW correctly note that the Commission has interpreted § 1.948(i) to give it the discretion to require an applicant to

---

requiring the initial licensees to pay market value for their authorizations. *Id.* In this case, VZW is not the initial licensee of the former ALLTEL systems and it did not acquire the licenses at auction.

<sup>23</sup> *See* Petition, at 4.

<sup>24</sup> *See Accardi v. Shaughnessy*, 347 U.S. 260 (1954) and its progeny. As applied to the Commission, the *Accardi* principle that “agencies must abide by their rules” was expressed as a “precept that lies at the foundation of the modern administrative state.” *Reuters Ltd. v. FCC*, 781 F.2d 946, 947 (D.C. Cir. 1986).



make a showing under § 1.948(i)(2). *See* Jt. Opp., at 31 (citing *VZW/ALLTEL*, 23 FCC Rcd at 17536). Thus, in the normal case, the Commission has some discretion in deciding whether there is sufficient evidence of trafficking to warrant an inquiry into the matter. However, a review for trafficking becomes mandatory after trafficking is alleged in a formal petition to deny. At the very least, the Commission must address the merits of the allegation in order to comply with the requirements of § 309(d)(2) of the Act.

Cellular South's petition to deny contained specific allegations of fact that were sufficient to show that the grant of 19 of the 26 Transfer Applications would be *prima facie* inconsistent with the anti-trafficking rule. The Petition contained the allegations that: (1) VZW obtained authorizations issued to ALLTEL to operate in 105 CMAs on the condition that it sell all or some of the authorizations; (2) VZW obtained those former ALLTEL authorizations on the condition that it could not control or operate the systems to provide telecommunications services to the public as proposed in its transfer applications; and (3) VZW is proposing to sell the former ALLTEL systems in 65 CMAs having never operated those systems to provide telecommunications services to the public.<sup>25</sup> VZW and AT&T did not dispute those three allegations.

It is beyond dispute that VZW obtained authorizations for 105 CMAs for the purpose of selling some or all of them. VZW has now disclosed that Morgan Stanley began to sell the "assets" that it would be required to divest in August 2008. *See* Jt. Opp., at 22, Ex. B at 1. The sale process was "officially launched" in October 2008. *Id.*, Ex. B, at 2. By October 7, 2008, VZW had agreed to divest assets in 100 CMAs.<sup>26</sup> Clearly, VZW had formed the intent to sell systems in 100 CMAs before the Commission granted the VZW/ALLTEL merger applications

---

<sup>25</sup> *See* Petition, at 9-11.

<sup>26</sup> *See* Letter from John T. Scott, III to Marlene H. Dortch, WT Docket No. 08-95, at 2 (Oct 7, 2008).

on November 10, 2008. Thus, the Commission must find that VZW obtained the authorizations for all or some of the 100 CMAs for the principle purpose of reselling them rather than for providing telecommunications services to the public. The only unanswered questions of fact proximate to the ultimate question of whether VZW is trafficking in licenses go to (1) the identity of the systems that VZW intended to sell and (2) whether VZW intended to profit from the sale.

Based on representations made by Morgan Stanley in August 2008, Cellular South was able to predict before the Commission approved the VZW/ALLTEL merger that VZW would divest the operations in Kansas and Southern Minnesota that it had acquired from RCC Minnesota, Inc. (“RCC”).<sup>27</sup> It also correctly predicted that VZW would divest the former ALLTEL system in Las Cruces, New Mexico (CMA285),<sup>28</sup> as well as the former ALLTEL systems in 59 of the other CMAs that VZW now proposes to sell to AT&T.<sup>29</sup> It failed only to predict the sale of the five CMAs divested pursuant to the Commission’s divestiture order.<sup>30</sup> If Cellular South could predict the former ALLTEL properties that VZW would sell prior to the grant of the VZW/ALLTEL merger, the Commission can infer that VZW had decided to sell those particular properties while the merger applications were pending before the Commission. Hence, VZW obtained the authorizations for the former ALLTEL properties with the intent to

---

<sup>27</sup> See Cellular South Reply, at 8-9. VZW is proposing to sell AT&T the former RCC systems in Kansas and Southern Minnesota. See *infra* Ex. 2, at 5.

<sup>28</sup> It was obvious that VZW would divest ALLTEL’s partnership interests in licensees that operated only in CMAs that would be subject to divestiture under VZW’s agreement with the DOJ. Thus, Cellular South predicted that VZW would sell ALLTEL’s interest in the Las Cruces Cellular Telephone Company that it proposed to acquire in File No. 0003465057. See Supplement to Petition to Deny of Cellular South, Inc., WT Docket No. 08-95, at 10-11 (Oct. 24, 2008).

<sup>29</sup> Compare Cellular South Reply, at 9-10, Ex. 4 with Ex. 2, *infra*.

<sup>30</sup> The Commission ordered VZW to divest operating units in CMA181, CMA427, CMA476, CMA478 and CMA650. See VZW/ALLTEL, 23 FCC Rcd at 17516.

resell them.

The Commission can also infer from the facts that VZW intended to profit from the sale of the former ALLTEL properties. In the first place, VZW does not acknowledge that the anti-trafficking rule imposed any constraints on its ability to sell the authorizations. *See* Jt. Opp., at 21. Morgan Stanley did not offer the properties for sale at a fixed price, which would have allowed VZW to claim that it intended to sell the properties at cost.<sup>31</sup> Instead, VZW chose to employ an allegedly open bidding process in the hopes of “realizing the best value possible under severely depressed market conditions.” *Id.* At 27 n.98. The Commission can find that VZW wanted to profit from the sale of the former ALLTEL authorizations leaving unanswered only the question of whether VZW succeeded in arranging a for-profit sale to AT&T.

VZW apparently paid approximately \$28.1 billion for all of ALLTEL’s wireless properties, including licenses and network assets,<sup>32</sup> which served 13.1 million subscribers in 392 CMAs.<sup>33</sup> It proposes to sell AT&T wireless systems serving approximately 1.5 million subscribers in 79 of those CMAs for \$2.35 billion in cash.<sup>34</sup> Cellular South can estimate that AT&T is paying VZW a \$319.85 per-POP price for the 79 CMAs,<sup>35</sup> but it cannot determine

---

<sup>31</sup> *See* Cellular South Reply, at Ex. 1.

<sup>32</sup> According to ALLTEL, the aggregate value of the transaction was \$28.1 billion. *See* ALLTEL, SEC Form 10-Q, at 15 (Sept. 30, 2008). *See also* Cellular South Reply, Ex. 1, at 2.

<sup>33</sup> *See* File No. 0003463892, Ex. 1, at 4.

<sup>34</sup> *See* Verizon Communications, Inc., SEC Form 10-Q, at 7 (Mar. 31, 2009); AT&T, SEC Form 8-K, at 2 (May 8, 2009).

<sup>35</sup> VZW has disclosed that it considered “price per POP,” but that the per-POP price was not the sole factor it considered when buyers were selected. Jt. Opp., at 26 n.95. When it first offered VZW’s so-called “divestiture properties” for sale in August 2008, Morgan Stanley identified each of the properties by state, CMA name, and CMA number and provided only its “licensed POPs.” Cellular South Reply, Ex. 1, at 6-9. Based on the 2000 Census, the 79 CMAs involved in the proposed transaction have a total population of 7,347,295. *See infra* Ex. 3, at 2.

whether VZW stands to profit from the resale of the former ALLTEL properties in 65 of the CMAs.<sup>36</sup> Only VZW has access to the facts necessary to make that determination.

In contested licensing cases such as this, applicants carry the burden of producing the information in their sole possession that is relevant to the Commission's public interest determination. *See, e.g., VZW/ALLTEL*, 23 FCC Rcd at 17496. Thus, it was incumbent upon VZW to come forward with a candid statement of the relevant facts necessary to determine whether it stands to profit from the resale of the former ALLTEL properties. *See RKO General, Inc. v. FCC*, 670 F.2d 215, 229 (D.C. Cir. 1981), *cert. denied*, 456 U.S. 927 (1982). VZW proffered the declaration of Morgan Stanley's Christopher J. Bartlett. *See* Jt. Opp., at Ex. B. But VZW stonewalled the relevant facts. It withheld: (1) the prices it paid for the ALLTEL assets in the 65 CMAs, (2) Morgan Stanley's November 2008 Confidential Information Memorandum,<sup>37</sup> (3) the final bids that were received for the 65 CMAs,<sup>38</sup> and (4) the prices AT&T has agreed to pay for the former ALLTEL assets in the 65 CMAs.

By stonewalling the facts, VZW has left a substantial and material question of fact that must be resolved at hearing. If it wants to attempt to resolve the issue short of a hearing, the Commission must elicit the facts necessary to resolve the issue of whether VZW will profit from the resale of the former ALLTEL systems. If it elicits facts from VZW, the Commission must afford the petitioners a "reasonable time in which to comment on or rebut newly submitted evidence as well as reasonable notice of what the applicable deadlines are." *Bilingual Bicultural Coalition on Mass Media, Inc. v. FCC*, 595 F.2d 621, 632 (D.C. Cir. 1978) (*en banc*). In order

---

<sup>36</sup> For one thing, VZW proposes to sell systems to AT&T that serve areas outside the 79 CMAs that are subject to the Commission's divestiture requirement. *See infra* Ex. 2.

<sup>37</sup> *See* Jt. Opp., Ex. B, at 2.

<sup>38</sup> *See id.*, Ex. B, at 3.

to permit “meaningful participation by petitioners,” all written statements obtained from VZW “must be placed in the public record, and a stated reasonable time allowed for response and rebuttal by petitioners.” *Id.* at 634.

Respectfully submitted,

/s/ *[filed electronically]*

RUSSELL D. LUKAS  
DAVID L. NACE  
LUKAS, NACE, GUTIERREZ & SACHS, LLP  
1650 Tysons Blvd., Suite 1500  
McLean, VA 22102  
(703) 584- 8678

*Attorneys for Cellular South, Inc.*

August 11, 2009



# Federal Communications Commission

## 31 Records Found

Record 1 through 10 displayed

|  |  |
|--|--|
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/07/09<br><b>Document Type:</b> NOTICE<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> National Telecommunications Cooperative Association<br><b>Filed By:</b><br><b>Attorney/Author Name:</b> Daniel Mitchell<br><b>Complete Mailing Address:</b><br>4121 Wilson Blvd.<br>10th Floor<br>Arlington, VA 22203<br><b>NOTICE OF EXPARTE</b>                             | <b>Type Code:</b> NO<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 5<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b>           |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/06/09<br><b>Document Type:</b> REPLY<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Public Service Communications, Inc.<br><b>Filed By:</b> Blooston, Mordkofsky, Dickens, Duffy, & Prendergast, LLP<br><b>Attorney/Author Name:</b> John Prendergast<br><b>Complete Mailing Address:</b><br>2120 L Street NW<br>Suite 300<br>Washington, DC 20037<br><b>REPLY</b> | <b>Type Code:</b> RL<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 8<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/06/09  |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/06/09<br><b>Document Type:</b> REPLY COMM<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> South Dakota Public Utilities Commission<br><b>Filed By:</b><br><b>Attorney/Author Name:</b> Rolayne Ailts Wiest<br><b>Complete Mailing Address:</b><br>500 E Capital Ave<br>Pierre, SD 57501-5070<br><b>REPLY TO COMMENTS</b>  | <b>Type Code:</b> RC<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 10<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/06/09 |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/06/09<br><b>Document Type:</b> REPLY<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Sprint Nextel Corporation<br><b>Filed By:</b><br><b>Attorney/Author Name:</b><br><b>Complete Mailing Address:</b><br>2001 Edmund Halley Drive<br>Reston, VA 20191<br><b>REPLY</b>  | <b>Type Code:</b> RL<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 8<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/06/09  |

|  |   |
|--|---|
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/06/09<br><b>Document Type:</b> <u>REPLY</u><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Cox Communications<br><b>Filed By:</b> Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.<br><b>Attorney/Author Name:</b> Michael H. Pryor<br><b>Complete Mailing Address:</b><br>701 Pennsylvania Avenue, N.W.<br>Suite 900<br>Washington, DC 20004<br><u>REPLY</u>   | <b>Type Code:</b> <i>RL</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 13<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/07/09 |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/05/09<br><b>Document Type:</b> <i>OTHER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> AT&T Inc./Verizon Wireless<br><b>Filed By:</b> Arnold & Porter LLP<br><b>Attorney/Author Name:</b> Peter J. Schildkraut<br><b>Complete Mailing Address:</b><br>Arnold & Porter LLP<br>555 Twelfth Street, N.W.<br>Washington, DC 20004<br><u>OTHER</u>                  | <b>Type Code:</b> <i>OT</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 7<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/06/09  |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/04/09<br><b>Document Type:</b> <i>NOTICE</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Rural Telecommunications Group, Inc.<br><b>Filed By:</b> Bennet & Bennet, PLLC<br><b>Attorney/Author Name:</b> Caressa D. Bennet<br><b>Complete Mailing Address:</b><br>4350 East West Highway, Suite 201<br>Bethesda, MD 20814<br><u>NOTICE OF EXPARTE</u>            | <b>Type Code:</b> <i>NO</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 3<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b>           |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/04/09<br><b>Document Type:</b> <i>MOTION</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Chatham Avalon Park Community Council<br><b>Filed By:</b> Shainis & Peltzman, Chartered<br><b>Attorney/Author Name:</b> Aaron Shainis<br><b>Complete Mailing Address:</b><br>1850 M Street, NW<br>Washington, DC 20036<br><u>No Description</u>                        | <b>Type Code:</b> <i>MN</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 4<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/06/09  |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 08/03/09<br><b>Document Type:</b> <i>MOTION</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Rural Telecommunications Group, Inc.<br><b>Filed By:</b> Bennet & Bennet, PLLC<br><b>Attorney/Author Name:</b> Caressa D. Bennet<br><b>Complete Mailing Address:</b><br>4350 East West Highway, Suite 201<br>Bethesda, MD 20814<br><u>MOTION FOR EXTENSION OF TIME</u> | <b>Type Code:</b> <i>MN</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 5<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/04/09  |

|   |                                     |
|---|-------------------------------------|
| <b>Proceeding:</b> 09-104                                 | <b>Type Code:</b> OP                |
| <b>Date Received/Adopted:</b> 07/30/09                    | <b>Date Released/Denied:</b>        |
| <b>Document Type:</b> OPPOSE                              | <b>Total Pages:</b> 46              |
| <b>File Number/Community:</b>                             | <b>DA/FCC Number:</b>               |
| <b>Filed on Behalf of:</b> AT&T Inc. and Verizon Wireless |                                     |
| <b>Filed By:</b> Arnold & Porter LLP                      |                                     |
| <b>Attorney/Author Name:</b> Peter J. Schildkraut, Esq.   | <b>Date Posted Online:</b> 07/31/09 |
| <b>Complete Mailing Address:</b>                          |                                     |
| 555 Twelfth Street, NW                                    |                                     |
| Washington, DC 20004 -1206                                |                                     |
| <b>OPPOSITION</b>   |                                     |

[Enter New Search Criteria](#) [Back to Top of Form](#)

[1-10](#) | [11-20](#) | [21-30](#) | [31-31](#)

[FCC Home Page](#) | [Search](#) | [Commissioners](#) | [Bureaus/Offices](#) | [Finding Info](#)





# **Federal Communications Commission**

## **31 Records Found**

Record 11 through 20 displayed

|  |  |
|--|--|
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/20/09<br><b>Document Type:</b> PETITION<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Chatham Avalon Park Community Council<br><b>Filed By:</b> Shainis & Peltzman, Chartered<br><b>Attorney/Author Name:</b> Aaron P. Shainis<br><b>Complete Mailing Address:</b><br>1850 M Street, NW<br>Suite 240<br>Washington, DC 20036<br>PETITION                    | <b>Type Code:</b> PT<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 39<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 07/20/09 |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/20/09<br><b>Document Type:</b> OPPOSE<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> NTELOS Inc.<br><b>Filed By:</b><br><b>Attorney/Author Name:</b> Mary McDermott<br><b>Complete Mailing Address:</b><br>NTELOS,<br>401 Spring Lane<br>Waynesboro, VA 22980<br>OPPOSITION  | <b>Type Code:</b> OP<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 8<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 07/20/09  |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/20/09<br><b>Document Type:</b> PET RECON<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Cellular South, Inc.<br><b>Filed By:</b> Lukas, Nace, Gutierrez & Sachs, LLP<br><b>Attorney/Author Name:</b> Russell D. Lukas and David L.<br><b>Complete Mailing Address:</b><br>1650 Tysons Blvd.<br>Ste. 1500<br>McLean, VA 22102<br>PETITION FOR RECONSIDERATION | <b>Type Code:</b> PR<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 40<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 07/20/09 |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/20/09<br><b>Document Type:</b> PETITION<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> National Association of Black Owned Broadcasters, Inc.<br><b>Filed By:</b><br><b>Attorney/Author Name:</b> James L. Winston<br><b>Complete Mailing Address:</b><br>1155 Connecticut Ave. NW<br>Suite 600<br>Washington, DC 20036                                      | <b>Type Code:</b> PT<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 14<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 07/20/09 |

|  |  |
|--|--|
| <b>PETITION</b>  |  |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/20/09<br><b>Document Type:</b> COMMENT<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Sprint Nextel Corporation<br><b>Filed By:</b><br><b>Attorney/Author Name:</b> Charles W. McKee<br><b>Complete Mailing Address:</b><br>2001 Edmund Halley Drive<br>Reston, VA 20191<br><b>COMMENT</b>   | <b>Type Code:</b> CO<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 24<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 07/20/09 |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/20/09<br><b>Document Type:</b> PETITION<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Rural Telecommunications Group, Inc.<br><b>Filed By:</b> Bennet & Bennet, PLLC<br><b>Attorney/Author Name:</b> Caressa D. Bennet<br><b>Complete Mailing Address:</b><br>4350 East West Highway, Suite 201<br>Bethesda, MD 20814<br><b>PETITION</b>      | <b>Type Code:</b> PT<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 19<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 07/21/09 |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/20/09<br><b>Document Type:</b> PETITION<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Cellular South, Inc.<br><b>Filed By:</b> Lukas, Nace, Gutierrez & Sachs, LLP<br><b>Attorney/Author Name:</b> Russell D. Lukas and David L.<br><b>Complete Mailing Address:</b><br>1650 Tysons Blvd.<br>Ste. 1500<br>McLean, VA 22102<br><b>PETITION</b> | <b>Type Code:</b> PT<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 44<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 07/21/09 |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/14/09<br><b>Document Type:</b> NOTICE<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Vicki Iseman<br><b>Filed By:</b><br><b>Attorney/Author Name:</b><br><b>Complete Mailing Address:</b><br>2111 Wilson Blvd.<br>8th Floor<br>Arlington, VA 22201<br><b>NOTICE OF EX PARTE</b>  | <b>Type Code:</b> NO<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 25<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b>          |
| <b>Proceeding:</b> 09-104<br><b>Date Received/Adopted:</b> 07/02/09<br><b>Document Type:</b> LETTER<br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> FCC<br><b>Attorney/Author Name:</b> Michael J. Cobbs<br><b>Complete Mailing Address:</b><br>445 12th Street SW<br>Washington, DC 20554   | <b>Type Code:</b> LT<br><b>Date Released/Denied:</b><br><b>Total Pages:</b> 1<br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> 08/06/09  |

|   |                                     |
|---|-------------------------------------|
| <u>No Description</u>                                   |                                     |
| <b>Proceeding:</b> 09-104                               | <b>Type Code:</b> LT                |
| <b>Date Received/Adopted:</b> 07/02/09                  | <b>Date Released/Denied:</b>        |
| <b>Document Type:</b> LETTER                            | <b>Total Pages:</b> 1               |
| <b>File Number/Community:</b>                           | <b>DA/FCC Number:</b>               |
| <b>Filed on Behalf of:</b> Office of Commissioner Cobbs |                                     |
| <b>Filed By:</b> FCC                                    |                                     |
| <b>Attorney/Author Name:</b> Michael J. Cobbs           | <b>Date Posted Online:</b> 08/06/09 |
| <b>Complete Mailing Address:</b>                        |                                     |
| 445 12th Street SW                                      |                                     |
| Washington, DC 20554                                    |                                     |
| <u>No Description</u>                                   |                                     |

[Enter New Search Criteria](#) [Back to Top of Form](#)

[1-10](#) | [11-20](#) | [21-30](#) | [31-31](#)

[FCC Home Page](#) | [Search](#) | [Commissioners](#) | [Bureaus/Offices](#) | [Finding Info](#)



## 31 Records Found

Record 21 through 30 displayed

|  |  |
|--|--|
| Proceeding: 09-104<br>Date Received/Adopted: 07/02/09<br>Document Type: LETTER<br>File Number/Community:<br>Filed on Behalf of: Office of Commissioner Cobbs<br>Filed By: FCC<br>Attorney/Author Name: Michael J. Cobbs<br>Complete Mailing Address:<br>445 12th Street SW<br>Washington, DC 20554<br>No Description | Type Code: LT<br>Date Released/Denied:<br>Total Pages: 1<br>DA/FCC Number:<br><br>Date Posted Online: 08/06/09 |
| Proceeding: 09-104<br>Date Received/Adopted: 07/02/09<br>Document Type: LETTER<br>File Number/Community:<br>Filed on Behalf of: Office of Commissioner Cobbs<br>Filed By: FCC<br>Attorney/Author Name: Michael J. Cobbs<br>Complete Mailing Address:<br>445 12th Street SW<br>Washington, DC 20554<br>No Description | Type Code: LT<br>Date Released/Denied:<br>Total Pages: 1<br>DA/FCC Number:<br><br>Date Posted Online: 08/06/09 |
| Proceeding: 09-104<br>Date Received/Adopted: 07/02/09<br>Document Type: LETTER<br>File Number/Community:<br>Filed on Behalf of: Office of Commissioner Cobbs<br>Filed By: FCC<br>Attorney/Author Name: Michael J. Cobbs<br>Complete Mailing Address:<br>445 12th Street SW<br>Washington, DC 20554<br>No Description | Type Code: LT<br>Date Released/Denied:<br>Total Pages: 1<br>DA/FCC Number:<br><br>Date Posted Online: 08/06/09 |
| Proceeding: 09-104<br>Date Received/Adopted: 07/02/09<br>Document Type: LETTER<br>File Number/Community:<br>Filed on Behalf of: Office of Commissioner Cobbs<br>Filed By: FCC<br>Attorney/Author Name: Michael J. Cobbs<br>Complete Mailing Address:<br>445 12th Street SW<br>Washington, DC 20554<br>No Description | Type Code: LT<br>Date Released/Denied:<br>Total Pages: 1<br>DA/FCC Number:<br><br>Date Posted Online: 08/06/09 |
| Proceeding: 09-104<br>Date Received/Adopted: 07/02/09<br>Document Type: LETTER<br>File Number/Community:<br>Filed on Behalf of: Office of Commissioner Cobbs<br>Filed By: FCC<br>Attorney/Author Name: Michael J. Cobbs<br>Complete Mailing Address:<br>445 12th Street SW<br>Washington, DC 20554<br>No Description | Type Code: LT<br>Date Released/Denied:<br>Total Pages: 1<br>DA/FCC Number:<br><br>Date Posted Online: 08/06/09 |
| Proceeding: 09-104<br>Date Received/Adopted: 07/02/09<br>Document Type: LETTER<br>File Number/Community:<br>Filed on Behalf of: Office of Commissioner Cobbs<br>Filed By: FCC<br>Attorney/Author Name: Michael J. Cobbs<br>Complete Mailing Address:<br>445 12th Street SW<br>Washington, DC 20554<br>No Description | Type Code: LT<br>Date Released/Denied:<br>Total Pages: 1<br>DA/FCC Number:<br><br>Date Posted Online: 08/06/09 |

|  |  |
|--|--|
| <b>Document Type:</b> <i>LETTER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> <i>FCC</i><br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br><i>445 12th Street SW</i><br><i>Washington, DC 20554</i><br><b>No Description</b>  | <b>Total Pages:</b> <i>1</i><br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> <i>08/06/09</i>  |
| <b>Proceeding:</b> <i>09-104</i><br><b>Date Received/Adopted:</b> <i>07/02/09</i><br><b>Document Type:</b> <i>LETTER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> <i>FCC</i><br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br><i>445 12th Street SW</i><br><i>Washington, DC 20554</i><br><b>No Description</b> | <b>Type Code:</b> <i>LT</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> <i>1</i><br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> <i>08/06/09</i> |
| <b>Proceeding:</b> <i>09-104</i><br><b>Date Received/Adopted:</b> <i>07/02/09</i><br><b>Document Type:</b> <i>LETTER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> <i>FCC</i><br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br><i>445 12th Street SW</i><br><i>Washington, DC 20554</i><br><b>No Description</b> | <b>Type Code:</b> <i>LT</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> <i>1</i><br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> <i>08/06/09</i> |
| <b>Proceeding:</b> <i>09-104</i><br><b>Date Received/Adopted:</b> <i>07/02/09</i><br><b>Document Type:</b> <i>LETTER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> <i>FCC</i><br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br><i>445 12th Street SW</i><br><i>Washington, DC 20554</i><br><b>No Description</b> | <b>Type Code:</b> <i>LT</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> <i>1</i><br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> <i>08/06/09</i> |
| <b>Proceeding:</b> <i>09-104</i><br><b>Date Received/Adopted:</b> <i>07/02/09</i><br><b>Document Type:</b> <i>LETTER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> <i>FCC</i><br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br><i>445 12th Street SW</i><br><i>Washington, DC 20554</i><br><b>No Description</b> | <b>Type Code:</b> <i>LT</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> <i>1</i><br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> <i>08/06/09</i> |
| <b>Proceeding:</b> <i>09-104</i><br><b>Date Received/Adopted:</b> <i>07/02/09</i><br><b>Document Type:</b> <i>LETTER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> <i>FCC</i><br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br><i>445 12th Street SW</i><br><i>Washington, DC 20554</i><br><b>No Description</b> | <b>Type Code:</b> <i>LT</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> <i>1</i><br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> <i>08/06/09</i> |
| <b>Proceeding:</b> <i>09-104</i><br><b>Date Received/Adopted:</b> <i>07/02/09</i><br><b>Document Type:</b> <i>LETTER</i><br><b>File Number/Community:</b><br><b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> <i>FCC</i><br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br><i>445 12th Street SW</i><br><i>Washington, DC 20554</i><br><b>No Description</b> | <b>Type Code:</b> <i>LT</i><br><b>Date Released/Denied:</b><br><b>Total Pages:</b> <i>1</i><br><b>DA/FCC Number:</b><br><br><b>Date Posted Online:</b> <i>08/06/09</i> |

|  |                                     |
|--|-------------------------------------|
| <b>Filed on Behalf of:</b> Office of Commissioner Cobbs<br><b>Filed By:</b> FCC<br><b>Attorney/Author Name:</b> <i>Michael J. Cobbs</i><br><b>Complete Mailing Address:</b><br>445 12th Street SW<br>Washington, DC 20554<br><b>No Description</b> | <b>Date Posted Online:</b> 08/06/09 |
|--|-------------------------------------|

[Enter New Search Criteria](#) [Back to Top of Form](#)

[1-10](#) | [11-20](#) | [21-30](#) | [31-31](#)

[FCC Home Page](#) | [Search](#) | [Commissioners](#) | [Bureaus/Offices](#) | [Finding Info](#)

**31 Records Found**

Record 31 through 31 displayed

|                                       |                                |
|---------------------------------------|--------------------------------|
| Proceeding: 09-104                    | Type Code: PN                  |
| Date Received/Adopted: 06/24/09       | Date Released/Denied: 06/19/09 |
| Document Type: PUB NOTICE             | Total Pages: 6                 |
| File Number/Community:                | DA/FCC Number: DA 09-1350      |
| Filed on Behalf of: Mobility Division |                                |
| Filed By: FCC                         |                                |
| Attorney/Author Name: Erin McGrath    | Date Posted Online: 06/26/09   |
| Complete Mailing Address:             |                                |
| 445 12th Street SW                    |                                |
| Washington, DC 20554                  |                                |
| No Description                        |                                |

[Enter New Search Criteria](#) [Back to Top of Form](#)[1-10](#) | [11-20](#) | [21-30](#) | [31-31](#)[FCC Home Page](#) | [Search](#) | [Commissioners](#) | [Bureaus/Offices](#) | [Finding Info](#)

**CMRS SYSTEMS THAT VZW PROPOSES TO SELL TO AT&T**

| FILE NO.   | TRANSFEROR                                 | CALL SIGN | CMA | MARKET            |
|------------|--|-----------|-----|-------------------|
| 0003840313 | ALLTEL Communications, LLC                 | KNKA543   | 246 | Dothan, AL        |
|            |  | KNKA245   | 353 | CO 6 - San Miguel |
|            |  | KNKN725   | 313 | AL 7 - Butler     |
|            |  | KNKN758   | 650 | TN 8 - Johnson    |
| 0003841825 | ALLTEL Communications, LLC                 | KNLG298   | 246 | Dothan, AL        |
|            |  |           | 313 | AL 7 - Butler     |
|            |  | KNLG328   | 313 | AL 7 - Butler     |
| 0003841826 | ALLTEL Communications of NM, Inc.          | KNKN216   | 557 | NM 5 - Grant      |
|            |  | KNKN270   | 553 | NM 1 - San Juan   |
| 0003841827 | ALLTEL Communications of S. Mich. Cell. LP | KNKA506   | 181 | Muskegon, MI      |
| 0003841830 | ALLTEL Communications of the Southwest LP  | KNKN206   | 322 | AZ 5 - Gila       |
| 0003841832 | ALLTEL Communications of Va. No. 12, LLC   | KNKA655   | 262 | Danville, VA      |
|            |  | KNKN622   | 688 | VA 8 - Amelia     |
|            |  | KNKN791   | 681 | VA 1 - Lee        |
| 0003845109 | Las Cruces Cellular Telephone Company      | KNKA605   | 285 | Las Cruces, NM    |
| 0003841837 | Midwest Wireless Communications, L.C.C.    | KNLG882   | 267 | Sioux Falls, SD   |
| 0003841834 | Midwest Wireless Communications, L.C.C.    | KNLF485   | 427 | IA 16 - Lyon      |
|            |  |           | 490 | MN 9 - Pipestone  |
|            |  | KNLG884   | 427 | IA 16 - Lyon      |
|            |  |           | 490 | MN 9 - Pipestone  |
| 0003841842 | Midwest Wireless Iowa L.L.C.               | WPOM853   | 427 | IA 16 - Lyon      |
| 0003841840 | Midwest Wireless Iowa L.L.C.               | KNLG863   | 253 | Sioux City, IA    |
| 0003841902 | WWC Holding Co., Inc.                      | KNKA571   | 276 | Grand Forks, ND   |
|            |  | KNKA592   | 298 | Bismarck, ND      |
|            |  | KNKA670   | 268 | Billings, MT      |
|            |  | KNKA732   | 297 | Great Falls, MT   |
|            |  | KNKA790   | 299 | Casper, WY        |
|            |  | KNKA822   | 221 | Fargo, ND         |
|            |  | KNKN218   | 677 | UT 5 - Carbon     |
|            |  | KNKN255   | 532 | MT 10 - Prairie   |
|            |  | KNKN276   | 719 | WY 2 - Sheridan   |
|            |  | KNKN278   | 355 | CO 8 - Kiowa      |
|            |  | KNKN283   | 530 | MT 8 - Beaverhead |
|            |  | KNKN285   | 580 | ND 1 - Divide     |
|            |  | KNKN286   | 678 | UT 6 - Piute      |
|            |  | KNKN308   | 527 | MT 5 - Mineral    |
|            |  | KNKN312   | 718 | WY 1 - Park       |
|            |  | KNKN343   | 583 | ND 4 - McKenzie   |
|            |  | KNKN372   | 351 | CO 4 - Park       |
|            |  | KNKN380   | 523 | MT 1 - Lincoln    |
|            |  | KNKN381   | 524 | MT 2 - Toole      |
|            |  | KNKN382   | 531 | MT 9 - Carbon     |
|            |  | KNKN409   | 356 | CO 9 - Costilla   |
|            |  | KNKN430   | 529 | MT 7 - Fergus     |
|            |  | KNKN431   | 528 | MT 6 - Deer Lodge |
|            |  | KNKN432   | 526 | MT 4 - Daniels    |
|            |  | KNKN448   | 352 | CO 5 - Elbert     |



|  |  |         |     |                          |
|--|--|---------|-----|--------------------------|
|  |  | KNKN451 | 483 | MN 2 – Lake of the Woods |
|  |  | KNKN522 | 482 | MN 1 - Kittson           |
|  |  | KNKN554 | 354 | CO 7 - Saquache          |
|  |  | KNKN782 | 584 | ND 5 - Mineral           |
|  |  | KNKQ281 | 581 | ND 2 - Bottineau         |
|  |  | KNKQ347 | 676 | UT 4 - Beaver            |
|  |  | KNKQ383 | 675 | UT 3 - Juab              |
|  |  | KNKQ449 | 721 | WY 4 - Niobrara          |
|  |  | KNKR258 | 722 | WY 5 - Converse          |
|  |  | KNKR312 | 530 | MT 8 - Beaverhead        |
|  |  | KNLF940 | 580 | ND 1 - Divide            |
|  |  |         | 583 | ND 4 - McKenzie          |
|  |  | KNLG247 | 635 | SD 2 - Corson            |
|  |  |         | 636 | SD 3 - McPherson         |
|  |  |         | 637 | SD 4 - Marshall          |
|  |  | KNLG760 | 639 | SD 6 - Haakon            |
|  |  |         | 640 | SD 7 - Sully             |
|  |  |         | 641 | SD 8 - Kingsbury         |
|  |  | KNLG773 | 639 | SD 6 - Haakon            |
|  |  |         | 640 | SD 7 - Sully             |
|  |  |         | 641 | SD 8 - Kingsbury         |
|  |  |         | 642 | SD 9 - Hanson            |
|  |  | WPRU654 | 298 | Bismarck, ND             |
|  |  |         | 276 | Grand Forks, ND          |
|  |  |         | 267 | Sioux Falls, SD          |
|  |  | WPSJ965 | 298 | Bismarck, ND             |
|  |  | WPSJ966 | 580 | ND 1 - Divide            |
|  |  |         | 581 | ND 2 - Bottineau         |
|  |  |         | 584 | ND 5 - Kidder            |
|  |  | WPVV301 | 582 | ND 3 - Barnes            |
|  |  | WPYL297 | 583 | ND 4 - McKenzie          |
|  |  | WPYL298 | 634 | SD 1 - Harding           |
|  |  | WPZA503 | 527 | MT 5 - Mineral           |
|  |  |         | 528 | MT 6 - Deer Lodge        |
|  |  | WPZA504 | 530 | MT 8 - Beaverhead        |
|  |  | WPZA507 | 523 | MT 1 - Lincoln           |
|  |  | WPZA508 | 523 | MT 1 - Lincoln           |
|  |  |         | 527 | MT 5 - Mineral           |
|  |  | WPZA509 | 527 | MT 5 - Mineral           |
|  |  |         | 528 | MT 6 - Deer Lodge        |
|  |  |         | 530 | MT 8 - Beaverhead        |
|  |  | WPZA512 | 354 | CO 7 - Saguache          |
|  |  |         | 678 | UT 6 - Piute             |
|  |  | WPZI386 | 523 | MT 1 -Lincoln            |
|  |  | WQBG798 | 523 | MT 1 -Lincoln            |
|  |  |         | 524 | MT 2 – Toole             |
|  |  |         | 526 | MT 4 - Daniels           |
|  |  |         | 527 | MT 5 - Mineral           |
|  |  |         | 528 | MT 6 - Deer Lodge        |
|  |  |         | 529 | MT 7 - Fergus            |
|  |  |         | 530 | MT 8 - Beaverhead        |

|            |                       |         |     |                          |
|------------|-----------------------|---------|-----|--------------------------|
|            |                       |         | 531 | MT 9 – Carbon            |
|            |                       |         | 532 | MT 10 - Prairie          |
|            |                       | WQBG798 | 523 | MT 1 -Lincoln            |
|            |                       |         | 524 | MT 2 – Toole             |
|            |                       |         | 526 | MT 4 - Daniels           |
|            |                       |         | 527 | MT 5 - Mineral           |
|            |                       |         | 528 | MT 6 - Deer Lodge        |
|            |                       |         | 529 | MT 7 - Fergus            |
|            |                       |         | 530 | MT 8 - Beaverhead        |
|            |                       |         | 531 | MT 9 – Carbon            |
|            |                       |         | 532 | MT 10 - Prairie          |
|            |                       | WQBI467 | 354 | CO 7 - Saguache          |
|            |                       |         | 678 | UT 6 - Piute             |
|            |                       | WQBI471 | 527 | MT 5 - Mineral           |
|            |                       |         | 528 | MT 6 - Deer Lodge        |
|            |                       | WQBI472 | 527 | MT 5 - Mineral           |
|            |                       |         | 528 | MT 6 - Deer Lodge        |
|            |                       |         | 530 | MT 8 - Beaverhead        |
|            |                       | WQBK375 | 523 | MT 1 - Lincoln           |
|            |                       | WQBK376 | 523 | MT 1 - Lincoln           |
| 0003841967 | WWC Holding Co., Inc. | KNLF934 | 483 | MN 2 - Lake of the Woods |
|            |                       | KNLG786 | 637 | SD 4 - Marshall          |
|            |                       | KNLG952 | 637 | SD 4 - Marshall          |
|            |                       | KNLH737 | 483 | MN 2 - Lake of Woods     |
|            |                       | KNLH771 | 490 | MN 9 - Pipestone         |
|            |                       | WPTM983 | 221 | Fargo, ND                |
|            |                       | WPZA505 | 523 | MT 1 - Lincoln           |
|            |                       | WPZA510 | 268 | Billings, MT             |
|            |                       | WPZA513 | 675 | UT 3 - Juab              |
|            |                       |         | 677 | UT 5 - Carbon            |
|            |                       |         | 678 | UT 6 - Piute             |
|            |                       | WPZA514 | 351 | CO 4 - Park              |
|            |                       |         | 352 | CO 5 - Elbert            |
|            |                       |         | 354 | CO 7 - Saguache          |
|            |                       |         | 355 | CO 8 - Kiowa             |
|            |                       |         | 356 | CO 9 - Costilla          |
|            |                       | WPZA798 | 221 | Fargo, ND                |
|            |                       |         | 276 | Grand Forks, ND          |
|            |                       |         | 482 | MN 1- Kittson            |
|            |                       |         | 483 | MN 2 - Lake of Woods     |
|            |                       |         | 488 | MN 7 - Chippewa          |
|            |                       |         | 489 | MN 8 - Lac qui Parle     |
|            |                       |         | 490 | MN 9 - Pipestone         |
|            |                       |         | 581 | ND 2 - Bottineau         |
|            |                       |         | 582 | ND 3 - Barnes            |
|            |                       |         | 584 | ND 5 - Kidder            |
|            |                       | WQBI461 | 298 | Bismark, ND              |
|            |                       |         | 482 | MN 1 -Kittson            |
|            |                       |         | 483 | MN 2 - Lake of Woods     |
|            |                       |         | 488 | MN 7 - Chippewa          |
|            |                       |         | 489 | MN 8 - Lac qui Parle     |

|            |                     |         |     |                   |
|------------|---------------------|---------|-----|-------------------|
|            |                     |         | 490 | MN 9 - Pipestone  |
|            |                     |         | 581 | ND 2 - Bottineau  |
|            |                     |         | 582 | ND 3 - Barnes     |
|            |                     |         | 584 | ND 5 - Kidder     |
|            |                     | WQBI463 | 351 | CO 4 - Park       |
|            |                     |         | 352 | CO 5 - Elbert     |
|            |                     |         | 354 | CO 7 - Saguache   |
|            |                     |         | 355 | CO 8 - Kiowa      |
|            |                     |         | 356 | CO 9 - Costilla   |
|            |                     |         | 677 | UT 5 - Carbon     |
|            |                     |         | 718 | WY 1 - Park       |
|            |                     |         | 719 | WY 2 - Sheridan   |
|            |                     |         | 721 | WY 4 - Niobrara   |
|            |                     |         | 722 | WY 5 - Converse   |
|            |                     | WQBI468 | 675 | UT 3 - Juab       |
|            |                     |         | 677 | UT 5 - Carbon     |
|            |                     |         | 678 | UT 6 - Piute      |
| 0003841846 | WWC Licenses L.L.C. | KNKA573 | 253 | Sioux City, IA    |
|            |                     | KNKA597 | 267 | Sioux Falls, SD   |
|            |                     | KNKA731 | 289 | Rapid City, SD    |
|            |                     | KNKN209 | 341 | CA 6 - Mono       |
|            |                     | KNKN214 | 544 | NV 2 - Lander     |
|            |                     | KNKN215 | 547 | NV 5 - White Pine |
|            |                     | KNKN217 | 558 | NM 6 - Lincoln    |
|            |                     | KNKN272 | 641 | SD 8 - Kingsbury  |
|            |                     | KNKN273 | 642 | SD 9 - Hanson     |
|            |                     | KNKN298 | 640 | SD 7 - Sully      |
|            |                     | KNKN333 | 636 | SD 3 - McPherson  |
|            |                     | KNKN384 | 637 | SD 4 - Marshall   |
|            |                     | KNKN429 | 639 | SD 6 - Haakon     |
|            |                     | KNKN436 | 419 | IA 8 - Monona     |
|            |                     | KNKN446 | 638 | SD 5 - Custer     |
|            |                     | KNKN549 | 635 | SD 2 - Corson     |
|            |                     | KNKQ381 | 634 | SD 1 - Harding    |
|            |                     | WPYQ944 | 558 | NM 6 - Lincoln    |
|            |                     | WPZA815 | 558 | NM 6 - Lincoln    |
|            |                     | WPZA816 | 547 | NV 5 - White Pine |
|            |                     | WPZI377 | 635 | SD 2 - Corson     |
|            |                     |         | 636 | SD 3 - McPherson  |
|            |                     |         | 637 | SD 4 - Marshall   |
|            |                     |         | 639 | SD 6 - Haakon     |
|            |                     |         | 640 | SD 7 - Sully      |
|            |                     |         | 641 | SD 8 - Kingsbury  |
|            |                     |         | 642 | SD 9 - Hanson     |
|            |                     | WPZI380 | 558 | NM 6 - Lincoln    |
|            |                     | WQAD515 | 641 | SD 8 - Kingsbury  |
|            |                     |         | 642 | SD 9 - Hanson     |
|            |                     | WQBI453 | 558 | NM 6 - Lincoln    |
|            |                     | WQBI454 | 635 | SD 2 - Corson     |
|            |                     |         | 636 | SD 3 - McPherson  |
|            |                     |         | 637 | SD 4 - Marshall   |
|            |                     |         | 639 | SD 6 - Haakon     |

|            |                            |          |     |                             |
|------------|----------------------------|----------|-----|-----------------------------|
|            |                            |          | 640 | SD 7 - Sully                |
|            |                            |          | 641 | SD 8 - Kingsbury            |
|            |                            |          | 642 | SD 9 - Hanson               |
|            |                            | WQBI465  | 558 | NM 6 - Lincoln              |
|            |                            | WQBI466  | 547 | NV 5 - White Pine           |
|            |                            | WQDG564  | 641 | SD 8 - Kingsbury            |
|            |                            |          | 642 | SD 9 - Hanson               |
|            |                            | WPYQ942  | 253 | Sioux City, IA              |
|            |                            |          | 419 | IA 8 - Monona               |
|            |                            |          | 642 | SD 9 - Bon Homme            |
|            |                            | WPYW360  | 419 | IA 8 - Monona               |
|            |                            |          | 537 | NB 5 - Boone                |
|            |                            | WPZA814  | 634 | SD 1 - Harding              |
|            |                            |          | 638 | SD 5 - Custer               |
|            |                            |          | 639 | SD 6 - Haakon               |
|            |                            | WQBI459  | 634 | SD 1 - Harding              |
|            |                            |          | 638 | SD 5 - Custer               |
|            |                            |          | 639 | SD 6 - Haakon               |
|            |                            | WQBK368  | 419 | IA 8 - Monona               |
|            |                            |          | 537 | NB 5 - Boone                |
| 0003841868 | Cellco Partnership         | WQCS434  | 535 | NB 3 - Knox                 |
|            |                            |          | 537 | NB 5 - Boone                |
|            |                            |          | 542 | NB 10 - Cass                |
|            |                            | WQGA717  | 476 | MI 5 - Manistee             |
|            |                            |          | 478 | MI 7 - Newaygo              |
| 0003841849 | New Par                    | KNKF500  | 64  | Grand Rapids, MI            |
|            |                            |          | 476 | MI 5 - Manistee             |
|            |                            |          | 478 | MI 7 - Newaygo              |
|            |                            | KNLF516  | 181 | Muskegon, MI                |
|            |                            |          | 476 | MI 5 - Manistee             |
|            |                            | KNLG668  | 477 | MI 6 - Roscommon            |
|            |                            |          | 478 | MI 7 - Newaygo              |
|            |                            | KNLG671  | 474 | MI 3 - Emmet                |
|            |                            |          | 476 | MI 5 - Manistee             |
|            |                            | KNLG850  | 474 | MI 3 - Emmet                |
|            |                            |          | 476 | MI 5 - Manistee             |
|            |                            | WPTB355  | 477 | MI 6 - Roscommon            |
|            |                            |          | 478 | MI 7 - Newaygo              |
| 0003841851 | RCC Minnesota, Inc.        | WQFA857  | 489 | MN 7 - Lac qui Parie        |
| 0003841854 | RCC Minnesota, Inc.        | KNKN282  | 490 | MN 9 - Pipestone            |
|            |                            | KNKN450  | 489 | MN 7 - Lac qui Parie        |
|            |                            | KNKN465  | 434 | KS 7 - Trego                |
|            |                            | KNKN469  | 433 | KS 6 - Wallace              |
|            |                            | KNKN514  | 429 | KS 2 - Norton               |
|            |                            | KNKN516  | 428 | KS 1 - Cheyenne             |
|            |                            | KNKN518  | 438 | KS 11 - Hamilton            |
|            |                            | KNKN 572 | 491 | MN 10 - Le Sueur            |
|            |                            | KNKN741  | 439 | KS 12 - Hodgeman            |
|            |                            | KNKQ376  | 440 | KS 13 - Edwards             |
|            |                            | KNKQ432  | 488 | MN 7 - Chippewa             |
| 0003841857 | Verizon Wireless (VAW) LLC | KNLH260  | 15  | Minneapolis-St. Paul, MN/WI |

|  |  |         |     |                      |
|--|--|---------|-----|----------------------|
|  |  |         | 488 | MN 7 – Chippewa      |
|  |  |         | 491 | MN 10 – Le Sueur     |
|  |  |         | 492 | MN 11 - Goodhue      |
|  |  |         | 708 | WI 1 – Burnett       |
|  |  |         | 709 | WI 2 – Bayfield      |
|  |  |         | 712 | WI 5 - Pierce        |
|  |  | KNLH668 | 534 | NB 2 - Cherry        |
|  |  |         | 536 | NB 4 – Grant         |
|  |  |         | 537 | NB 5 – Boone         |
|  |  |         | 538 | NB 6 – Keith         |
|  |  |         | 539 | NB 7 - Hall          |
|  |  | KNLH682 | 65  | Omaha, NB/IA         |
|  |  |         | 412 | IA 1 – Mills         |
|  |  |         | 418 | IA 7 – Audubon       |
|  |  |         | 419 | IA 8 – Monroe        |
|  |  |         | 537 | NB 5 – Boone         |
|  |  |         | 542 | NB 10 - Cass         |
|  |  | KNLH704 | 486 | MN 5 - Wilkin        |
|  |  |         | 488 | MN 7 – Chippewa      |
|  |  |         | 489 | MN 8 – Lac qui Parie |
|  |  | WQCS432 | 488 | MN 7 – Chippewa      |
|  |  |         | 708 | WI 1 - Burnett       |
|  |  |         | 709 | WI 2 - Bayfield      |
|  |  | WQCS443 | 486 | MN 5 - Wilkin        |
|  |  |         | 488 | MN 7 – Chippewa      |
|  |  |         | 489 | MN 8 – Lac qui Parie |

**POPULATION**

Sources: Morgan Stanley, *Verizon Wireless Asset Divestitures*, at 6-9 (Aug. 11, 2008) and 2002 Census

| <b>CMA</b> | <b>MARKET</b>                   | <b>POPs</b> |
|------------|---------------------------------|-------------|
| 181        | Muskegon, MI                    | 197,073     |
| 221        | Fargo-Moorehead, ND/MN          | 187,309     |
| 246        | Dothan, AL                      | 137,916     |
| 253        | Sioux City, IA/NE               | 124,130     |
| 262        | Danville, VA                    | 108,063     |
| 267        | Sioux Falls, SD                 | 164,967     |
| 268        | Billings, MT                    | 139,334     |
| 276        | Grand Forks, ND/MN              | 96,628      |
| 285        | Las Cruces, NM                  | 174,682     |
| 289        | Rapid City, SD                  | 120,666     |
| 297        | Great Falls, MT                 | 78,186      |
| 298        | Bismarck, ND                    | 100,351     |
| 299        | Casper, WY                      | 71,573      |
| 313        | Alabama 7 – Butler              | 171,679     |
| 322        | Arizona 5 – Gila                | 231,062     |
| 341        | California 6 - Mono             | 30,798      |
| 351        | Colorado 4 – Park               | 94,427      |
| 352        | Colorado 5 – Elbert             | 38,618      |
| 353        | Colorado 6 – San Miguel         | 87,552      |
| 354        | Colorado 7 – Saguache           | 56,775      |
| 355        | Colorado 8 – Kiowa              | 45,552      |
| 356        | Colorado 9 - Costilla           | 30,769      |
| 419        | Iowa 8 – Monona                 | 55,801      |
| 427        | Iowa 16 – Lyon                  | 103,341     |
| 428        | Kansas 1 - Cheyenne             | 24,912      |
| 429        | Kansas 2 - Norton               | 27,033      |
| 433        | Kansas 6 – Wallace              | 16,928      |
| 434        | Kansas 7 – Trago                | 77,621      |
| 438        | Kansas 11 – Hamilton            | 92,047      |
| 439        | Kansas 12 – Hodgeman            | 48,782      |
| 440        | Kansas 13 – Edwards             | 26,747      |
| 476        | Michigan 5 – Manistee           | 169,410     |
| 478        | Michigan 7 – Newaygo            | 255,329     |
| 482        | Minnesota 1 – Kittson           | 49,051      |
| 483        | Minnesota 2 – Lake of the Woods | 65,227      |
| 488        | Minnesota 7 – Chippewa          | 177,430     |

|     |                             |                  |
|-----|-----------------------------|------------------|
| 489 | Minnesota 8 – Lac qui Parie | 64,355           |
| 490 | Minnesota 9 – Pipestone     | 130,082          |
| 491 | Minnesota 10 – Le Sueur     | 250,351          |
| 523 | Montana 1 - Lincoln         | 170,873          |
| 524 | Montana 2 – Toole           | 35,228           |
| 526 | Montana 4 – Daniels         | 35,796           |
| 527 | Montana 5 – Mineral         | 214,454          |
| 528 | Montana 6 – Deer Lodge      | 63,156           |
| 529 | Montana 7 – Fergus          | 29,860           |
| 530 | Montana 8 - Beaverhead      | 117,097          |
| 531 | Montana 9 - Carbon          | 32,900           |
| 532 | Montana 10 – Prairie        | 18,245           |
| 537 | Nebraska 5 - Boone          | 149,780          |
| 544 | Nevada 2 - Lander           | 50,637           |
| 547 | Nevada 5 – White Pine       | 12,818           |
| 553 | New Mexico 1 – San Juan     | 303,155          |
| 557 | New Mexico 5 – Grant        | 60,336           |
| 558 | New Mexico 6 – Lincoln      | 250,260          |
| 580 | North Dakota 1 - Divide     | 95,763           |
| 581 | North Dakota 2 – Bottineau  | 54,940           |
| 582 | North Dakota 3 – Barnes     | 82,733           |
| 583 | North Dakota 4 – McKenzie   | 58,528           |
| 584 | North Dakota 5 - Kidder     | 43,502           |
| 634 | South Dakota 1 - Harding    | 36,129           |
| 635 | South Dakota 2 – Corson     | 22,676           |
| 636 | South Dakota 3 – McPherson  | 50,340           |
| 637 | South Dakota 4 – Marshall   | 67,366           |
| 638 | South Dakota 5 – Custer     | 29,117           |
| 639 | South Dakota 6 – Haakon     | 38,508           |
| 640 | South Dakota 7 – Sully      | 66,705           |
| 641 | South Dakota 8 - Kingsbury  | 71,765           |
| 642 | South Dakota 9 - Hanson     | 115,771          |
| 650 | Tennessee 8 – Johnson       | 17,499           |
| 675 | Utah 3 – Juab               | 65,736           |
| 676 | Utah 4 – Beaver             | 130,138          |
| 677 | Utah 5 – Carbon             | 82,393           |
| 678 | Utah 6 – Piute              | 28,316           |
| 681 | Virginia 1 – Lee            | 139,268          |
| 688 | Virginia 8 - Amelia         | 91,494           |
| 718 | Wyoming 1 - Park            | 50,548           |
| 719 | Wyoming 2 - Sheridan        | 86,371           |
| 721 | Wyoming 4 – Niobrara        | 141,756          |
| 722 | Wyoming 5 – Converse        | 12,781           |
|     | <b>TOTAL</b>                | <b>7,347,295</b> |

## CERTIFICATE OF SERVICE

I, Linda J. Evans, hereby certify that on this 11<sup>th</sup> day of August, 2009, copies of the foregoing REPLY TO JOINT OPPOSITION TO PETITIONS TO DENY OR TO CONDITION CONSENT were sent by e-mail, in pdf format, to the following:

Best Copy and Printing, Inc.  
[FCC@BCPIWEB.COM](mailto:FCC@BCPIWEB.COM)

Erin McGrath  
Mobility Division  
Wireless Telecommunications Bureau  
[erin.mcgrath@fcc.gov](mailto:erin.mcgrath@fcc.gov)

Stacy Ferraro  
Spectrum and Competition Policy Division  
Wireless Telecommunications Bureau  
[stacy.ferraro@fcc.gov](mailto:stacy.ferraro@fcc.gov)

Linda Ray  
Broadband Division  
Wireless Telecommunications Bureau  
[linda.ray@fcc.gov](mailto:linda.ray@fcc.gov)

David Krech  
Policy Division  
International Bureau  
[david.krech@fcc.gov](mailto:david.krech@fcc.gov)

Jim Bird  
Office of General Counsel  
[jim.bird@fcc.gov](mailto:jim.bird@fcc.gov)

Neil Dellar  
Office of General Counsel  
[neil.dellar@fcc.gov](mailto:neil.dellar@fcc.gov)

Nancy J. Victory  
Wiley Rein LLP  
(Attorney for Cellco Partnership d/b/a Verizon Wireless)  
[nvictory@wileyrein.com](mailto:nvictory@wileyrein.com)



Michael P. Goggin  
AT&T Inc.  
[mg7268@att.com](mailto:mg7268@att.com)

John T. Scott, III  
Cellco Partnership d/b/a Verizon Wireless  
[john.scott@verizonwireless.com](mailto:john.scott@verizonwireless.com)

Peter J. Schildkraut  
Arnold & Porter LLP  
(Attorney for AT&T Inc.)  
[peter\\_schildkraut@aporter.com](mailto:peter_schildkraut@aporter.com)

Aaron Shainis  
Shainis & Peltzman, Chartered  
(Attorney for Chatham Avalon Park Community Council)  
[aaron@s-plaw.com](mailto:aaron@s-plaw.com)

James L. Winston  
The National Association of Black Owned Broadcasters, Inc.  
[jwinston@rwdhc.com](mailto:jwinston@rwdhc.com)

Mary McDermott  
NTELOS  
[mcdermottm@ntelos.com](mailto:mcdermottm@ntelos.com)

Charles W. McKee  
Sprint Nextel Corporation  
[charles.w.mckee@sprint.com](mailto:charles.w.mckee@sprint.com)

Caressa D. Bennet  
(Attorney for The Rural Telecommunications Group, Inc.)  
[cbennet@bennetlaw.com](mailto:cbennet@bennetlaw.com)

*[s] filed electronically*

---

Linda J. Evans